



新澤控股有限公司 New Heritage Holdings Ltd.

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 95)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of New Heritage Holdings Ltd. (the "Company") will be held on Friday, 4 May, 2007 at 3:00 p.m. at Tien Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) "THAT"

the execution of the conditional joint venture and subscription agreement (the "JV and Subscription Agreement") dated 21 March 2007 between New Heritage Development Limited ("NHDL"), an indirect wholly-owned subsidiary of the Company, Spinnaker Global Opportunity Fund Limited ("GO Fund"), Spinnaker Global Emerging Markets Fund Limited ("GEM Fund"), Spinnaker Global Strategic Fund Limited ("GS Fund") and Prosper View Group Limited (the "JV Company") in respect of the subscription of 5,099 shares, 980 shares, 1,862 shares and 2,058 shares in the JV Company by NHDL, GO Fund, GEM Fund and GS Fund respectively for cash consideration at par (a copy of the JV and Subscription Agreement has been produced to the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose) and all transactions contemplated thereunder be and are hereby confirmed, ratified and approved; and that any one or more of the directors of the Company be and is/are hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company, to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the JV and Subscription Agreement and completing the transactions contemplated thereunder with such changes as any such director(s) may consider necessary, desirable or expedient."

(2) "THAT"

the execution of the conditional shareholder loan agreement (the "Shareholder Loan Agreement") dated 21 March 2007 between NHDL, GO Fund, GEM Fund, GS Fund, the JV Company and the Company in respect of the contribution of an interest-free shareholder loan of US\$11,424,000 by NHDL to the JV Company and an interest-free shareholder loan in an aggregate sum of US\$10,976,000 by GO Fund, GEM Fund and GS Fund to the JV Company (a copy of the Shareholder Loan Agreement has been produced to the meeting and marked "B" and initialled by the chairman of the meeting for identification purpose) and all transactions contemplated thereunder be and are hereby confirmed, ratified and approved; and that any one or more of the directors of the Company be and is/are hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company, to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Shareholder Loan Agreement and completing the transactions contemplated thereunder with such changes as any such director(s) may consider necessary, desirable or expedient."

By Order of the Board
New Heritage Holdings Ltd.
TAOCHAIFU Choofuang
Chairman

Dated 16 April, 2007

Principal place of business in Hong Kong:
Room 2301, 23/F
Fortis Bank Tower
77-79 Gloucester Road
Wanchai, Hong Kong

Notes:

1. A form of proxy to be used for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
5. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.

As at the date of this announcement, the Board comprises Mr. TAOCHAIFU Choofuang (Chairman), Mr. TAO Richard (Vice Chairman), Mr. TAO Paul (Managing Director), Mr. KONG Mui Sum Lawrence and Mr. YIM Chun Leung as Executive Directors; The Hon. CHAN Bernard Charnwut as Non-executive Director; and Mr. WONG Gary Ka Wai, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique as Independent Non-executive Directors.